

OCT 27 '00 12-13 PM  
TS  
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
  
(202) 393-2266  
FAX (202) 393-2156

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

October 26, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: DART 2000-F1

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Sublease Agreement, dated October 26, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Head Lease Agreement which is being filed with the Board under Recordation Number 23205.

The names and addresses of the parties to the enclosed document are:

Sublessor: DART 2000-F1 Trust  
c/o Wilmington Trust Company  
One Rodney Square  
1100 North Market Street  
Wilmington, DE 19890-0001

Sublessee: Dallas Area Rapid Transit  
1401 Pacific Avenue  
Dallas, TX 75202-7220

A description of the railroad equipment covered by the enclosed document is:

25 Kinkisharyo light rail vehicles DART 169 - DART 194 (excluding 189)

Vernon A. Williams  
October 26, 2000  
Page Two

A short summary of the document to appear in the index follows:

Sublease Lease Agreement between Wilmington Trust Company,  
Trustee of the DART 2000-F1 Trust, Sublessor, and Dallas Area Rapid  
Transit, Sublessee, covering 25 Kinkisharyo light rail vehicles DART 169  
- DART 194 (excluding 189).

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface  
Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

**MEMORANDUM OF SUBLEASE AGREEMENT (DART 2000-F1)**

Memorandum of Sublease Agreement (DART 2000-F1), made and entered into on October 26, 2000 by and between DART 2000-F1 Trust, as Sublessor (the "Sublessor"), and Dallas Area Rapid Transit, as Sublessee (the "Sublessee").

**WITNESSETH:**

The undersigned have entered into that certain Sublease Agreement (DART 2000-F1), dated as of October 26, 2000, whereby the Sublessor has agreed to sublease to the Sublessee and the Sublessee has agreed to sublease from the Sublessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto, subject to the term defined in said Sublease Agreement (DART 2000-F1).

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

RECORDATION NO. 23205-B FILED

OCT 27 '00 12-13 PM

SURFACE TRANSPORTATION BOARD

157036 1

SUBLESSEE:

DALLAS AREA RAPID TRANSIT

By: 

Name: Christopher Poinatte

Title: Chief Financial Officer

ACKNOWLEDGEMENT

[STATE OF NEW YORK )

) ss.:

[COUNTY OF NEW YORK )

On the 26th day of October, 2000, before me personally came Christopher Poinatte, to me known, and known to me to be the individual described in, and who executed the above Memorandum of Sublease Agreement; and he acknowledged to me that he executed the same.

  
Notary Public

ALEXANDRA SKLAVOUNAKIS  
Notary Public, State of New York  
No. 01SK5018961  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires Oct. 12, 2007

EXHIBIT A  
DALLAS AREA RAPID TRANSIT  
PURCHASE PRICE ALLOCATION

Description	Running Number	Appraised Remaining Useful Life	Fair Market Value (US\$)
Kinki Sharyo Light Rail Vehicle	169	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	170	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	171	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	172	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	173	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	174	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	175	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	176	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	177	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	178	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	179	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	180	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	181	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	182	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	183	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	184	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	185	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	186	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	187	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	188	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	190	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	191	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	192	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	193	50	\$3,250,000
Kinki Sharyo Light Rail Vehicle	194	50	\$3,250,000
TOTAL			\$81,250,000